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Attorneys for Commonwealth of Virginia
Tobacco Settlement Financing Corporation

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)
Debtors. : (Jointly Administered)
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**COMMONWEALTH OF VIRGINIA TOBACCO SETTLEMENT
FINANCING CORPORATION'S WITHDRAWAL OF
OBJECTION TO LBSF'S ASSUMPTION OF DERIVATIVE CONTRACT**

PLEASE TAKE NOTICE that Lehman Brothers Special Financing Inc. ("LBSF") sought the assumption of any and all derivatives contracts (the "Derivative Agreement(s)") between Commonwealth of Virginia Tobacco Settlement Financing Corporation ("Virginia Tobacco Settlement Financing Corporation") and LBSF, pursuant to (i) the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (collectively, the "Debtors"), dated December 5, 2011 (D.I. #22973), (ii) the Plan Supplement, dated October 25, 2011 (D.I. #21254), as thereafter amended, and (iii) that certain Notice of Proposed Assumption of Executory Contracts and Unexpired Leases Pursuant to Debtors' Third Amended Joint Chapter 11 Plan Pursuant to Section 1121 of the Bankruptcy Code, dated October 27, 2011.

PLEASE TAKE FURTHER NOTICE that Virginia Tobacco Settlement Financing Corporation filed its Objection to the proposed assumption (D.I. #21825, the "Objection") of the Derivative Agreement(s) on November 9, 2011.

PLEASE TAKE FURTHER NOTICE that by notice dated February 9, 2012 (D.I. #25201) the Debtors withdrew the application to assume the Derivative Agreement(s) between LBSF and Virginia Tobacco Settlement Financing Corporation.

PLEASE TAKE FURTHER NOTICE that Virginia Tobacco Settlement Financing Corporation hereby withdraws its Objection as moot.

Dated: February 9, 2012

Respectfully Submitted,

McGUIREWOODS LLP

/s/ Shawn R. Fox

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